

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

SOVERAIN SOFTWARE LLC,)	
)	
Plaintiff,)	
)	
v.)	Case No. 6:07-CV-00511-LED
)	
CDW CORPORATION,)	JURY TRIAL DEMANDED
NEWEGG INC.,)	
REDCATS USA, INC.)	
SYSTEMAX INC.,)	
ZAPPOS.COM, INC.,)	
REDCATS USA, L.P.,)	
THE SPORTSMAN'S GUIDE, INC., AND)	
TIGERDIRECT, INC.,)	
)	
Defendants.)	
)	

SOVERAIN'S REPLY TO COUNTERCLAIMS OF SYSTEMAX

Plaintiff Soverain Software LLC (“Soverain”) replies to the corresponding numbered paragraphs of the counterclaims of Defendant Systemax Inc. (“Systemax”) as follows:

COUNTERCLAIMS

1. Upon information and belief, Soverain admits the allegations of Paragraph 1.
2. Soverain admits the allegations of Paragraph 2.

JURISDICTION AND VENUE

3. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.
4. Soverain admits the allegations of Paragraph 4.
5. Soverain admits the allegations of Paragraph 5.

COUNT I

Non-Infringement of the '314 Patent

6. Soverain repeats its responses to Paragraphs 1-5 above.
7. Soverain denies the allegations of Paragraph 7.
8. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.

COUNT II

Invalidity of the '314 Patent

9. Soverain repeats its responses to Paragraphs 1-8 above.
10. Soverain denies the allegations of Paragraph 10.
11. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.

COUNT III

Non-Infringement of the '492 Patent

12. Soverain repeats its responses to Paragraphs 1-11 above.
13. Soverain denies the allegations of Paragraph 13.
14. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.

COUNT IV

Invalidity of the '492 Patent

15. Soverain repeats its responses to Paragraphs 1-14 above.
16. Soverain denies the allegations of Paragraph 16.
17. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.

COUNT V

Non-Infringement of the '639 Patent

18. Soverain repeats its responses to Paragraphs 1-17 above.
19. Soverain denies the allegations of Paragraph 19.
20. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.

COUNT VI

Invalidity of the '639 Patent

21. Soverain repeats its responses to Paragraphs 1-20 above.
22. Soverain denies the allegations of Paragraph 22.
23. Soverain admits that Systemax purports to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Systemax has stated a cause of action or any grounds for such relief.
24. Soverain denies any allegations in Systemax's counterclaims that are not specifically admitted herein.

PRAYER FOR RELIEF

Soverain denies that Counterclaim Plaintiffs are entitled to the relief requested in their Prayer for Relief, Paragraphs a-d inclusive.

WHEREFORE, Soverain prays for an Order:

- A. Granting judgment in Soverain's favor on all claims in Systemax's counterclaims;
- B. Dismissing Systemax's counterclaims with prejudice;
- C. Awarding Soverain its attorneys' fees, expenses and costs in defending against Systemax's counterclaims;
- D. Awarding Soverain the relief sought in its Amended Complaint; and

E. Awarding Soverain such other relief as the Court deems just and proper.

Dated: January 17, 2008

Respectfully submitted,

/s/ Kenneth R. Adamo

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ATTORNEYS FOR PLAINTIFF

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was filed electronically on January 17, 2008 pursuant to Local Rule CV-5(a) and has been served on all counsel who have consented to electronic service.

/s/ Thomas L. Giannetti
Thomas L. Giannetti